

Union Pacific Corporation



Jack E. Jerrett
Senior Corporate Attorney

JX

November 27, 1989

RECORDATION NO. 7729-2
FILED 1425
NOV 29 1989 -11 40 AM
INTERSTATE COMMERCE COMMISSION

AIRBORNE EXPRESS

Hon. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

9-333A003

Re: Union Pacific Equipment Trust No. 1 of 1975;
Agreement dated as of November 1, 1974

Dear Ms. McGee:

Enclosed please find an original and two counterparts of the document described below, which are to be recorded pursuant to 49 U.S.C. §11303.

The document is a Bill of Sale and Declaration of Payment, dated as of November 27, 1989, by The Chase Manhattan Bank, N.A., as Trustee under the above-captioned Equipment Trust Agreement, consenting that the record of its title to the equipment covered by such Equipment Trust Agreement be cancelled and discharged. The Equipment Trust Agreement is recorded under Recordation No. 7729.

I have enclosed a fee of \$15. Please return to me one stamped counterpart of the Bill of Sale and Declaration of Payment and any additional counterparts which you do not need for recordation. Kindly acknowledge your receipt of this letter and its enclosures by stamping and returning to me the extra copy of this letter which I have enclosed. A postage paid, addressed envelope is enclosed for your convenience.

Sincerely,

Jack E. Jerrett

JEJ:ccm
Enclosures
cc: Edwin A. Willis
Robert E. Bartos

Interstate Commerce Commission
Washington, D.C. 20423

12/1/89

OFFICE OF THE SECRETARY

Jack E. Jerrett

Senior Corporate Attorney
Union Pacific Corporation
1416 Dodge Street
Union Pacific Corporation
Omaha Nebraska 68179

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/29/89 at 11:40am and assigned recordation number(s). 7729-D

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 7729-D
FILED 1483

NOV 29 1989 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE
AND
DECLARATION OF PAYMENT

① Copy letter
② post envelope
③ for check

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Union Pacific Railroad Company, a Utah corporation (the "Company"), and The Chase Manhattan Bank (National Association), a national banking association incorporated and existing under the laws of the United States of America, as Trustee (the "Trustee"), have entered (in the case of the Trustee either individually or through its predecessor) into an Equipment Trust Agreement, dated as of November 1, 1974, which was filed and recorded pursuant to 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) on November 27, 1974 and assigned Recordation No. 7729; a First Supplemental Agreement, dated as of March 1, 1979, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on April 13, 1979 and assigned Recordation No. 7729-A; a Second Supplemental Agreement, dated as of April 30, 1982, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on June 11, 1982 and assigned Recordation No. 7729-B; and a Third Supplemental Agreement, dated as of June 1, 1983, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on June 2, 1983 and assigned Recordation No. 7729-C (the Equipment Trust Agreement, as amended, being hereinafter referred to as the "Agreement") covering the construction and transfer of the units of railroad equipment

(the "Equipment") described in Schedule A hereto and, pursuant to the Agreement, the Trustee has issued \$15,000,000 aggregate principal amount of Union Pacific Equipment Trust No. 1 of 1975 Equipment Trust Certificates; and

WHEREAS, on November 1, 1989, the Company made the final payment due under the Agreement; and

WHEREAS, the Company has paid the Trustee the full aggregate purchase price for all the Equipment, together with interest, and any and all other payments as provided in the Agreement, and the Company represents and warrants that it has performed all the covenants and conditions contained in the Agreement;

NOW, THEREFORE, the Trustee does hereby declare and acknowledge that to the best of its knowledge and belief and based on the foregoing, all the terms and conditions stipulated in the Agreement have been fully performed and that all monies payable thereunder have been fully paid.

WHEREUPON, the Trustee does hereby grant, bargain, sell and convey unto the Company, without recourse in any event, in any contingency or for any cause, the Equipment free and clear of all liens and encumbrances created in or retained by it under the Agreement, it being understood that the Trustee makes no other covenants of title, representations or warranties, expressed or implied, in law or in equity, with respect to any other liens or with respect to any other matters relating to the Equipment, including without limitation the existence of such Equipment, that the Equipment has not been previously leased under the

Agreement or that the Equipment has not suffered a Casualty Occurrence (as defined in the Agreement).

TO HAVE AND TO HOLD all and singular the Equipment unto the Company, its successors and assigns forever.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be executed under its corporate seal by its officers thereunto duly authorized this *27th* day of *November*, 1989.

THE CHASE MANHATTAN BANK
(NATIONAL ASSOCIATION),
As Trustee

By: *Ann L. Edmund*

Attest:

[Signature]

STATE OF NEW YORK

)

) ss.:

COUNTY OF NEW YORK

)

On this 27th day of November, 1989, before me personally appeared Ann L. Ramonds, to me personally known, who being by me duly sworn, said that he is a VICE PRESIDENT of The Chase Manhattan Bank (National Association), the seal affixed to the foregoing instrument is the corporate seal of such corporation and the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

JERONIMO M. COLLACO
Notary Public, State of New York
No. 41-4880257
Qualified in Queens County
Certificate Filed in New York County
Commission Expires December 15, 1990


Notary Public

UNION PACIFIC EQUIPMENT TRUST NO. 1 OF 1975
Dated November 1, 1974
Description of Equipment as of September 30, 1989

CABOOSES

UP025845 - UP025852 Inclusive
UP025854 - UP025856 Inclusive
UP025858

OPEN HOPPER CARS

UP037700 - UP037709 Inclusive
UP037712 - UP037713 Inclusive
UP037715 - UP037718 Inclusive
UP037720 - UP037723 Inclusive
UP037725 - UP037738 Inclusive
UP037740
UP037742 - UP037755 Inclusive
UP037759 - UP037764 Inclusive
UP037766 - UP037783 Inclusive
UP037785 - UP037788 Inclusive
UP037790 - UP037809 Inclusive
UP037811 - UP037815 Inclusive
UP037818
UP037820 - UP037821 Inclusive
UP037823 - UP037834 Inclusive
UP037837 - UP037845 Inclusive
UP037847 - UP037850 Inclusive
UP037852
UP037854
UP037856 - UP037867 Inclusive
UP037869
UP037871 - UP037875 Inclusive
UP037877 - UP037879 Inclusive
UP037882 - UP037884 Inclusive
UP037886 - UP037888 Inclusive
UP037890 - UP037893 Inclusive
UP037895 - UP037901 Inclusive

UNION PACIFIC EQUIPMENT TRUST NO. 1 OF 1975
Dated November 1, 1974
Description of Equipment as of September 30, 1989
Page 2

OPEN HOPPER CARS (Continued)

UP037903		
UP037905		
UP037907	- UP037910	Inclusive
UP037912		
UP037914	- UP037918	Inclusive
UP037920		
UP037922	- UP037927	Inclusive
UP037929	- UP037931	Inclusive
UP037933	- UP037939	Inclusive
UP037941		
UP037943	- UP037954	Inclusive
UP037956	- UP037958	Inclusive
UP037960	- UP037962	Inclusive
UP037964	- UP037986	Inclusive
UP037988	- UP038008	Inclusive
UP038010	- UP038018	Inclusive
UP038020	- UP038030	Inclusive
UP038032	- UP038035	Inclusive
UP038037	- UP038043	Inclusive
UP038045	- UP038046	Inclusive
UP038048	- UP038050	Inclusive
UP038052	- UP038057	Inclusive
UP038059		
UP038061	- UP038062	Inclusive
UP038064	- UP038073	Inclusive
UP038075	- UP038078	Inclusive
UP038080	- UP038095	Inclusive
UP038097	- UP038102	Inclusive
UP038104	- UP038112	Inclusive
UP038114	- UP038136	Inclusive
UP038139	- UP038142	Inclusive

UNION PACIFIC EQUIPMENT TRUST NO. 1 OF 1975
Dated November 1, 1974
Description of Equipment as of September 30, 1989
Page 3

OPEN HOPPER CARS (Continued)

UP038144
UP038148
UP038150 - UP038157 Inclusive
UP038159 - UP038162 Inclusive
UP038164 - UP038166 Inclusive
UP038168 - UP038175 Inclusive
UP038177 - UP038182 Inclusive
UP038184 - UP038188 Inclusive
UP038191 - UP038198 Inclusive
UP038702 - UP038708 Inclusive
UP038711 - UP038713 Inclusive
UP038715 - UP038720 Inclusive
UP038722
UP038724 - UP038736 Inclusive
UP038738 - UP038739 Inclusive
UP038741 - UP038746 Inclusive
UP038748 - UP038758 Inclusive
UP038760 - UP038761 Inclusive
UP038763 - UP038778 Inclusive
UP038780 - UP038781 Inclusive
UP038784 - UP038805 Inclusive
UP038807 - UP038808 Inclusive
UP038811 - UP038816 Inclusive
UP038819 - UP038821 Inclusive
UP038823 - UP038824 Inclusive
UP038826 - UP038829 Inclusive
UP038831 - UP038841 Inclusive
UP038843 - UP038854 Inclusive
UP038857 - UP038859 Inclusive
UP038861 - UP038862 Inclusive
UP038864 - UP038869 Inclusive

UNION PACIFIC EQUIPMENT TRUST NO. 1 OF 1975
Dated November 1, 1974
Description of Equipment as of September 30, 1989
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OPEN HOPPER CARS (Continued)

UP038871 - UP038875 Inclusive
UP038877 - UP038889 Inclusive
UP038891 - UP038899 Inclusive
UP040497 - UP040503 Inclusive

COVERED HOPPER CARS

UP079003 - UP079005 Inclusive
UP079007 - UP079008 Inclusive
UP220101

GONDOLA CARS

UP147825 - UP147826 Inclusive
UP147828 - UP147849 Inclusive